

EXHIBIT A

(Ordinary Course Professional Affidavit)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
	:
	:
-----X	

**Chapter 11 Case No.
08-13555 (JMP)
(Jointly Administered)**

AFFIDAVIT AND DISCLOSURE STATEMENT OF MARK GRAHAM ARNOLD

MARK GRAHAM ARNOLD, being duly sworn, upon his oath, deposes and
says:

1. I am a barrister in independent sole practice at 3-4 South Square, Gray's
Inn, London WC1R 5HP, United Kingdom.

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the
above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors"
and, collectively with their non-debtor affiliates, "Lehman"), have requested that I provide legal
services to the Debtors in connection with LB RE Financing No.3 Limited (in administration)
("LB3"), which is an indirectly wholly-owned subsidiary of the Debtors (including the Debtors'
interests in LB3 as one of its largest creditors), and I have consented to provide such services.
The services will include representing LBHI and LB3 in proceedings before the High Court of
Justice (Chancery Division) involving LB3 and its principal asset, a B Note issued by Excalibur
Funding No. 1 Plc.

3. I may have performed services in the past and may perform services in the
future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in

the Debtors' chapter 11 cases. As part of my customary practice, I am retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. I do not perform services for any such person in connection with these chapter 11 cases. In addition, I do not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. I have not agreed to share and nor will I share any portion of the compensation to be received from the Debtors with any other person. I have no principals or professional employees.

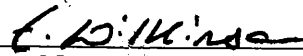
5. I do not hold or represent any interest adverse to the Debtors or their estates.

6. The Debtors do not owe me any sum of money for prepetition services.

7. I am conducting further inquiries regarding my retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of my employment, if I should discover any facts bearing on the matters described herein, I will supplement the information contained in this Affidavit.

By: 

Subscribed and sworn to before me
this 10 day of FEBRUARY 2011


Notary Public
NOTARY PUBLIC
LONDON, ENGLAND
EMMA WILKINSON
(My Commission expires with Life)

CHEESWRIGHTS
NOTARIES PUBLIC
Bankside House, 107 Leadenhall Street,
London EC3A 4AF
Telephone: 020 7623 9477
Facsimile: 020 7623 5428

EXHIBIT B

(Retention Questionnaire)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (JMP)**
:
Debtors. : **(Jointly Administered)**
:
:
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of Barrister:

MARK GRAHAM ARNOLD

3-4 SOUTH SQUARE

GRAY'S INN

LONDON WC1R 5HP, UNITED KINGDOM

2. Date of retention: 2 June 2010. As of such date I was retained and performing the legal services described herein as a De Minimis Ordinary Course Professional.
3. Type of services provided (accounting, legal, etc.):
Legal

4. Brief description of services to be provided:
Legal services to the Debtors in connection with LB RE Financing No.3 Limited (in administration) ("LB3"), which is an indirectly wholly-owned subsidiary of the Debtors (including the Debtors' interests in LB3 as one of its largest creditors). The services will include representing LBHI and LB3 in proceedings before the High Court of Justice (Chancery Division) involving LB3 and its principal asset, a B Note issued by Excalibur Funding No. 1 Plc.¹
5. Arrangements for compensation (hourly, contingent, etc.)
Hourly

(a) Average hourly rate (if applicable):
£400 (pounds sterling)

¹ Martin Michael Pascoe, a senior barrister and a Queen's Counsel, has also been engaged by the Debtors on this matter. It is common to engage both senior (Mr. Pascoe) and junior counsel (myself) on a matter such as this, as it allows the matter to be handled more efficiently and more cost effectively. Mr. Pascoe's hourly rate is materially higher than mine, so he is called upon only for select tasks, such that the overall cost to the estate is lower than if the Debtors only engaged Queen's Counsel to undertake all necessary tasks. The arrangement is, I understand, roughly analogous to having a U.S. partner and an associate work on a matter, with one major difference being that Queen's Counsel and junior barristers maintain independent sole practices such that in order to retain junior and senior counsel, two separate barristers need to be retained.

- (b) Estimated average monthly compensation based on prepetition retention (if Barrister was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by me:

Amount of claim: \$ NONE (so far as concerns potentially relevant other persons (principals, members etc), please note that I am in sole practice and therefore have no principals, members, associates or professional employees)

Date claim arose: N/A

Source of Claim: N/A

7. Prepetition claims against the Debtors held by me:

Name: NONE (see above re potentially relevant other persons)

Status: N/A

Amount of Claim: \$ N/A

Date claim arose: N/A

Source of claim: N/A

8. Stock of the Debtors currently held by me:

Kind of shares: NONE (see above re potentially relevant other persons)

No. of shares: N/A

9. Stock of the Debtors currently held by me:

Name: NONE (see above re potentially relevant other persons)

Status: N/A

Kind of shares: N/A

No. of shares: N/A

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named Barrister is to be employed.

Between September 2008 and July 2009, I acted for a counterparty under an International Prime Brokerage Agreement between that counterparty and LBIE ("the former retainer"). The former retainer did not result in the commencement of proceedings between the counterparty and LBIE, and was concerned with matters wholly unrelated to the services in relation to which I am now retained by the Debtors, as set out in paragraph 4 above. The former retainer ceased in July 2009. I have not been instructed on behalf of the counterparty since that time, and do not anticipate receiving any such instructions in the future.

11. Name of individual completing this form:

MARK GRAHAM ARNOLD